



LOUISVILLE & NASHVILLE RAILROAD COMPANY

908 W. BROADWAY • LOUISVILLE, KENTUCKY 40203

TELEPHONE (502) 587-5235

LAW DEPARTMENT

7-3724076
Date AUG 17 1977
Fee \$ 10

RECEIVED
AUG 17 12 33 PM '77
I. C. C.
FEE OPERATION
DAVID M. YEARWOOD
GENERAL ATTORNEY

RECORDATION NO. 8878-D Filed & Recorded

AUG 17 1977-12 45 PM

INTERSTATE COMMERCE COMMISSION

Mr. H. G. Homme Washington, D.
Acting Secretary
Interstate Commerce Commission
Washington, D. C. 20423

Dear Mr. Secretary:

There is transmitted to you herewith for filing and recordation, pursuant to Section 20c of the Interstate Commerce Act, duly executed counterparts of a letter Amendment to Transfer Agreement dated August 1, 1977 from First Security Bank of Utah, National Association, as Trustee, whose address is 79 South Main Street, Salt Lake City, Utah 84111, addressed to and accepted by Mercantile-Safe Deposit and Trust Company, as Agent, whose address is P. O. Box 2258, Baltimore, Maryland 21203.

This Amendment to Transfer Agreement dated August 1, 1977 amends Annex I of that Transfer Agreement dated June 1, 1977 which was filed and recorded with the Interstate Commerce Commission on July 11, 1977 and assigned Recordation No. 8878-D.

By this Amendment to Transfer Agreement dated August 1, 1977, the following equipment is released from Annex I of that Transfer Agreement dated June 1, 1977:

<u>Quantity</u>	<u>Description</u>	<u>Prefix and Road Number</u>
1	70-ton box car	L&N 191481

and the following equipment is substituted therefor:

<u>Quantity</u>	<u>Description</u>	<u>Prefix and Road Number</u>
1	70-ton box car	L&N 101481

Attached hereto is a draft in the amount of \$10 payable to the Treasurer of the United States to cover the prescribed recordation fee for said Amendment.

This letter of transmittal is signed by an officer of the Louisville and Nashville Railroad Company designated for the purpose hereof who has knowledge of the matters set forth herein.

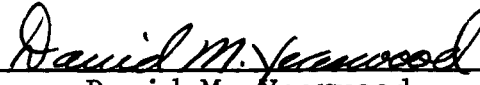
After recordation, please return the recorded counterparts of said Amendment to:

Mr. David M. Yearwood
General Attorney
Louisville and Nashville Railroad Company
908 West Broadway
Louisville, Kentucky 40203

Respectfully yours,

Louisville and Nashville Railroad Company

By

A handwritten signature in dark ink, appearing to read "David M. Yearwood", is written over a horizontal line.

David M. Yearwood
General Attorney

AMENDMENT TO TRANSFER AGREEMENT

August 1, 1977

Mercantile-Safe Deposit and Trust
Company, not in its individual
capacity, but solely as Agent
P. O. Box 2258
Baltimore, Maryland 21203

RECORDATION NO. *8878-P* Filed & Recorded

AUG 17 1977-12 45 PM

INTERSTATE COMMERCE COMMISSION

Attention: Mr. Russell E. Schreiber
Corporate Trust Officer

Gentlemen:

We have entered into a Transfer Agreement dated June 1, 1977 (hereinafter called the Transfer Agreement) which was filed and recorded with the Interstate Commerce Commission on July 11, 1977, at 11:05 A. M., and assigned Recordation No. 8878-D. Attached thereto as Annex I was a description of the equipment subject thereto (therein and hereinafter called the Hulks) to be reconstructed. It is now desired to amend Annex I of the Transfer Agreement to release from the terms and provisions of the Transfer Agreement the following Hulks:

<u>Quantity</u>	<u>Description</u>	<u>Prefix and Road Number</u>
1	70-ton box car	L&N 191481

and to substitute therefor the following equipment:

<u>Quantity</u>	<u>Description</u>	<u>Prefix and Road Number</u>
1	70-ton box car	L&N 101481

Except as amended hereby, the Transfer Agreement remains unaltered and in full force and effect.

This Amendment may be executed in any number of counterparts, which together shall constitute but one instrument.

If the foregoing is in accordance with your understanding, please sign a copy of this letter in the space provided and return it to the undersigned, whereupon this letter shall become a valid and binding agreement between us as of the date hereof.

Very truly yours,

FIRST SECURITY BANK OF UTAH, NATIONAL
ASSOCIATION, not in an individual
capacity but solely as Trustee.

By *Leah D. Enrich*
Authorized Officer

(Corporate Seal)

Attest:

Anna P. P. P.
Authorized Officer

ACCEPTED:

MERCANTILE-SAFE DEPOSIT AND TRUST
COMPANY, not in its individual
capacity but solely as Agent.

Assistant Vice President

Attest:

Corporate Trust Officer

STATE OF UTAH)
)
) SS:
COUNTY OF SALT LAKE)

On this 11th day of August, 1977, before me personally appeared Richard B. Eichers, to me personally known, who, being by me duly sworn, says that he is an Authorized Officer of First Security Bank of Utah, National Association, that one of the seals affixed to the foregoing instrument is the seal of said association and that said instrument was signed and sealed on behalf of said association by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was a free act and deed of said association.

Susan A. Howard
Notary Public

My Commission expires My commission expires June 6, 1981.

(Notarial Seal)

STATE OF MARYLAND)
)
) SS:
CITY OF BALTIMORE)

On this _____ day of August, 1977, before me personally appeared _____, to me personally known, who, being by me duly sworn, says that he is an Assistant Vice President of MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

My Commission expires _____.

(Notarial Seal)

AMENDMENT TO TRANSFER AGREEMENT

August 1, 1977

Mercantile-Safe Deposit and Trust
Company, not in its individual
capacity, but solely as Agent
P. O. Box 2258
Baltimore, Maryland 21203

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Corporate Trust Officer

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If the foregoing is in accordance with your understanding, please sign a copy of this letter in the space provided and return it to the undersigned, whereupon this letter shall become a valid and binding agreement between us as of the date hereof.

Very truly yours,

FIRST SECURITY BANK OF UTAH, NATIONAL
ASSOCIATION, not in an individual
capacity but solely as Trustee.

By _____
Authorized Officer

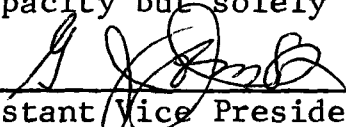
(Corporate Seal)

Attest:

Authorized Officer


ACCEPTED:

MERCANTILE-SAFE DEPOSIT AND TRUST
COMPANY, not in its individual
capacity but solely as Agent.



Assistant Vice President

Attest:



Corporate Trust Officer

STATE OF UTAH)
) SS:
COUNTY OF SALT LAKE)

On this _____ day of August, 1977, before me personally appeared _____, to me personally known, who, being by me duly sworn, says that he is an Authorized Officer of First Security Bank of Utah, National Association, that one of the seals affixed to the foregoing instrument is the seal of said association and that said instrument was signed and sealed on behalf of said association by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was a free act and deed of said association.


Notary Public

My Commission expires _____.

(Notarial Seal)

STATE OF MARYLAND)
) SS:
CITY OF BALTIMORE)

On this 16th day of August, 1977, before me personally appeared G. J. Johnston, to me personally known, who, being by me duly sworn, says that he is an Assistant Vice President of MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Notary Public

My Commission expires _____ RUSSELL E. SCHREIBER
NOTARY PUBLIC

My Commission Expires July 1, 1978

(Notarial Seal)